

ELECTRONICALLY FILED
JUNE 8, 2007

STUTMAN, TREISTER & GLATT, P.C.
FRANK A. MEROLA
(CA State Bar No. 136934)
EVE H. KARASIK
(CA State Bar No. 155356)
ANDREW M. PARLEN
(CA State Bar No. 230429)
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067
Telephone: (310) 228-5600
Facsimile: (310) 228-5788
E-mail: fmerola@stutman.com
ekarasik@stutman.com
aparden@stutman.com

SHEA & CARLYON, LTD.
JAMES PATRICK SHEA
(Nevada State Bar No. 000405)
CANDACE C. CARLYON, ESQ.
(Nevada State Bar No. 002666)
SHLOMO S. SHERMAN, ESQ.
(Nevada State Bar No. 009688)
701 Bridger Ave., Suite 850
Las Vegas, Nevada 89101
Telephone: (702) 471-7432
Facsimile: (702) 471-7435
E-mail: jshea@sheacarlyon.com
ccarlyon@sheacarlyon.com
ssherman@sheacarlyon.com

*Counsel for the Official Committee of Equity Security
Holders of USA Capital First Trust Deed Fund, LLC*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:) BK-S-06-10725-LBR
USA COMMERCIAL MORTGAGE COMPANY) Chapter 11
Debtor)

In re:) BK-S-06-10726-LBR
USA CAPITAL REALTY ADVISORS, LLC,) Chapter 11
Debtor)

In re:) BK-S-06-10727-LBR
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,) Chapter 11
Debtor)

In re:) BK-S-06-10728-LBR
USA CAPITAL FIRST TRUST DEED FUND, LLC,) Chapter 11
Debtor.)

In re:) BK-S-06-10729-LBR
USA SECURITIES, LLC,) Chapter 11
Debtor.)

Affects)
☐ All Debtors)
☐ USA Commercial Mortgage Co.) Date: June 22, 2007
☐ USA Securities, LLC) Time: 9:30 a.m.
☐ USA Capital Realty Advisors, LLC)
☐ USA Capital Diversified Trust Deed)
☒ USA Capital First Trust Deed Fund, LLC)

**SUPPLEMENT TO SECOND AND FINAL APPLICATION OF SHEA & CARLYON, LTD.,
SPECIAL (LOCAL) COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY
HOLDERS OF USA CAPITAL FIRST TRUST DEED FUND, LLC FOR PAYMENT OF FEES
AND REIMBURSEMENT OF EXPENSES (AFFECTS USA CAPITAL FIRST TRUST DEED
FUND, LLC)**

The law firm of Shea & Carlyon, Ltd. ("SC"), special (Nevada) counsel to the Official

1 Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC (the
2 "FTDF Committee"), hereby supplements its Second and Final Application for Payment of
3 Fees and Reimbursement of Expenses (the "Application").

4 In the Application, SC sought an order from this Court: (1) awarding final allowance
5 SC's requested compensation in the total amount of \$781,825.06, consisting of fees in the
6 amount of \$762,221.75 and expenses in the amount of \$19,603.31; and (3) authorizing USA
7 Capital First Trust Deed Fund, LLC ("FTDF") to pay such amounts not yet paid upon entry of
8 an order of this Court approving the Application. As reflected in the Application, the
9 compensation requested reflects over 2,700 hours of service rendered by SC throughout the
10 USA bankruptcy cases.

11 Based upon discussions with the Office of the United States Trustee subsequent to the
12 filing of the Application regarding potential objections to the Application; and without
13 acknowledging the merit of any such objection; SC has agreed to reduce its fee request by
14 2%. Thus, the \$762,221.75 in fees requested in the Application is voluntarily reduced by
15 \$15,244.44 to \$746,977.31. This reduction is in addition to numerous voluntary reductions
16 made by SC throughout the period represented by the Application, as reflected in the exhibits
17 attached thereto.

18 SC is not reducing its request in the Application for the reimbursement of its expenses.

19 SC has also requested that similar reductions for professionals engaged by the Debtors
20 apply pro rata to fees charged to the FTDF estate.

21 In light of the foregoing, SC respectfully requests that the Court enter an order: (1)
22 awarding final allowance of its fees, in the amount of \$746,977.31, and its expenses, in the
23 amount of \$19,603.31, for a total award of \$766,580.62; and (2) authorizing FTDF to pay

1 such amounts not yet paid upon the entry of such order.

2 DATED this 8th day of June, 2007.

3

4

SHEA & CARLYON, LTD.

5



6

JAMES PATRICK SHEA
CANDACE C. CARLYON, ESQ.
SHLOMO S. SHERMAN, ESQ.
701 Bridger Ave., Suite 850
Las Vegas, NV 89101

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28